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REGISTRATION NO. FILED 1425

DEC 11 1992-3 20 PM

INTERSTATE COMMERCE COMMISSION
This is certified to be a true copy of the original document.



Notary Public

My commission expires on 12-12-97.

DEC 11 1992-3 20 PM

INTERSTATE COMMERCE COMMISSION

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BancBoston Leasing

a BANK OF BOSTON company

**CERTIFICATION OF RESOLUTIONS AND OFFICERS
ADOPTED BY LESSEE**

I, William M. Peterson, do hereby certify that I am the duly elected, qualified and acting Secretary/Clerk of Helm Financial Corporation, a California corporation (the "Corporation"), and, as such, have custody of the records of the Corporation, including the minutes of the meetings of its Board of Directors. I further certify that, at a meeting of the Board of Directors, duly called and held on November 17, 1992, at which a quorum was present and acting throughout, the following resolutions were duly adopted.

RESOLVED:

That the Corporation is hereby authorized to enter into a Master Lease Agreement (the "Lease Agreement") with BancBoston Leasing Inc., as lessor, and to lease various items of equipment from BancBoston Leasing Inc. pursuant to the terms and conditions of such Lease Agreement.

FURTHER RESOLVED:

That each of the President, any Vice President, the Treasurer, or any other officer of the Corporation designated by the Secretary/Clerk is hereby individually authorized to execute and to deliver the Lease Agreement and any number of Equipment Schedules pursuant thereto, in the name of and on behalf of the Corporation, and to execute and to deliver any riders, amendments or other documents in connection with the Lease Agreement, as that officer deems appropriate, such execution to be conclusive evidence that the document so executed has been authorized by and approved pursuant to this resolution. Each such officer is individually authorized to take any action for or on behalf of the Corporation in connection with the Lease Agreement and to enter into any subsequent modification, extension or renewal thereof and to exercise any option thereunder.

FURTHER RESOLVED:

(To be adopted if the Corporation will provide collateral to support its obligations under the Lease Agreement)

That each of the officers referred to in the foregoing resolution is individually authorized to pledge, to grant a security interest in, or to assign and deliver, as security for the obligations of the Corporation under the Lease Agreement, cash, deposits, investment securities, stocks, bonds or other such instruments, bills receivable, inventory, accounts, accounts receivable, mortgages, merchandise, insurance policies, certificates, equipment and any other property owned by the Corporation or in which the Corporation has an interest, with full authority to endorse, assign, transfer or guarantee the same in the name of the Corporation, and to authorize BancBoston Leasing Inc. or The First National Bank of Boston to debit, charge or credit any account standing in the name of the Corporation. Each such officer is individually authorized to execute for and on behalf of the Corporation any pledges, security agreements or other such instruments for the benefit of BancBoston Leasing Inc. in connection with the authority delegated by this resolution.

FURTHER RESOLVED:

That any actions taken and all documents heretofore executed or delivered by any individual acting for or on behalf of the Corporation, in exercising any of the foregoing powers or in contemplation of the transactions authorized by the foregoing resolutions, are hereby ratified, confirmed and approved.

I certify that the resolutions set forth above are in full force and effect, as of the date hereof, and have not been modified or rescinded in any respect. I further certify that there is no provision in the Articles or Certificate of Incorporation or the By-laws of the Corporation limiting or qualifying the power of the Board of Directors to adopt the foregoing resolutions, that the same are in conformity with provisions of the Articles or Certificate of Incorporation and the By-laws, and that no shareholder consent is required in connection with any action authorized by such resolutions.

I further certify that the following persons are duly qualified and acting officers of the Corporation, each of whom has been duly elected or appointed to and currently holds the office set forth opposite his or her name. Each such officer, whose signature is hereby certified, is empowered to act for and on behalf of the Corporation in the transactions contemplated by the foregoing resolutions:

Name	Title
<u>Richard C. Kirchner</u>	<u>President</u>
<u>David R. Eckles</u>	<u>V.P. and CFO</u>
<u>William M. Peterson</u>	<u>V.P. and Secretary</u>
<u>John F. Dains</u>	<u>Assistant Secretary</u>

Specimen Signature

[Signature]
[Signature]
William M. Peterson
John F. Dains

IN WITNESS WHEREOF, I have executed this Certificate and affixed the seal of the Corporation on the 23rd day of November, 19 92.

William M. Peterson
Secretary/Clerk

(CORPORATE SEAL)

Confirmed:*

John F. Dains
(Title)

*If the Secretary/Clerk is authorized to act on behalf of the Corporation in connection with the above resolutions, this Certification must also be confirmed by another officer.

FORM 5 (Rev 9-87)

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Notary Public

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BancBoston Leasing

a BANK OF BOSTON company

EXHIBIT A

EQUIPMENT SCHEDULE NO. 1

This Equipment Schedule No. 1 is hereby made a part of the MASTER LEASE AGREEMENT dated as of November 17, 19 92 between BancBoston Leasing Inc., as Lessor, and Helm Financial Corporation, as Lessee.

1. EQUIPMENT DESCRIPTION (including quantity, model/feature, identification and/or serial number):

(35) 4000 cubic foot capacity covered hopper railcars

(36) 4600 cubic foot capacity (or greater) covered hopper railcars.

See attached Exhibit A for car number detail

2. ACQUISITION COST: \$853,511.90

3. LEASE TERM: 60 months

4. MONTHLY RENT: ██████████ ☒ in advance / ☐ in arrears

5. RECOVERY PERIOD: 7 Years

6. INSTALLATION SITE: 120 West Market Street
Address

<u>Troy</u>	<u>Madison</u>	<u>Illinois</u>	<u>62294</u>
City	County	State	Zip Code

LESSOR:

BancBoston Leasing Inc.

By James D. [Signature]

Title Vice President

LESSEE:

Helm Financial Corporation

By [Signature]

Title PRESIDENT

EXHIBIT A

- (35) 4000 cubic foot capacity covered hopper railcars,
 (36) 4000 cubic foot capacity (or greater) covered hopper railcars.

	Car	Number	Restencil #		Car	Number	Restencil #
1	BO	603988	SIRX400045	36	SBD	245483	SIRX400028
2	BO	603990	SIRX400046	37	SBD	245709	SIRX400052
3	BO	606018	SIRX460044	38	SBD	245737	SIRX400070
4	BO	606153	SIRX460051	39	SBD	245769	SIRX400029
5	BO	606182	SIRX460052	40	SBD	245771	SIRX400073
6	BO	606447	SIRX460045	41	SBD	245857	SIRX400063
7	BO	606722	SIRX460050	42	SBD	245880	SIRX400064
8	CO	2649	SIRX460039	43	SBD	245891	SIRX400065
9	CSXT	245144	SIRX400047	44	SBD	245992	SIRX400053
10	CSXT	245191	SIRX400048	45	SBD	246113	SIRX400054
11	CSXT	245225	SIRX400049	46	SBD	246133	SIRX400055
12	CSXT	245244	SIRX400025	47	SBD	246138	SIRX400066
13	CSXT	246059	SIRX400050	48	SBD	246181	SIRX460035
14	CSXT	248440	SIRX460058	49	SBD	246662	SIRX460070
15	CSXT	248609	SIRX460064	50	SBD	246853	SIRX460071
16	CSXT	248630	SIRX460074	51	SBD	246860	SIRX460041
17	CSXT	248659	SIRX460057	52	SBD	246869	SIRX460036
18	CSXT	253980	SIRX460049	53	SBD	246880	SIRX460038
19	CSXT	253990	SIRX460043	54	SBD	247548	SIRX460055
20	CSXT	254024	SIRX460042	55	SBD	247889	SIRX460037
21	CSXT	254428	SIRX460063	56	SBD	248496	SIRX460053
22	CSXT	255653	SIRX460048	57	SBD	248542	SIRX460066
23	CSXT	256362	SIRX460040	58	SBD	248619	SIRX460065
24	LN	205145	SIRX460046	59	SBD	248633	SIRX460054
25	LN	240656	SIRX460060	60	SCL	240032	SIRX400072
26	LN	240726	SIRX460067	61	SCL	240190	SIRX400056
27	LN	240749	SIRX460061	62	SCL	240336	SIRX400057
28	LN	240790	SIRX460047	63	SCL	240477	SIRX400071
29	LN	241050	SIRX460068	64	SCL	240547	SIRX400068
30	LN	241086	SIRX460062	65	SCL	240557	SIRX400058
31	LN	241100	SIRX460069	66	SCL	240618	SIRX400069
32	SBD	245293	SIRX400067	67	SCL	240674	SIRX400059
33	SBD	245331	SIRX400026	68	SCL	240735	SIRX400060
34	SBD	245385	SIRX400051	69	SCL	240798	SIRX400061
35	SBD	245389	SIRX400027	70	SCL	240924	SIRX400074
				71	SCL	240984	SIRX400024

Helm Financial Corporation

By: 

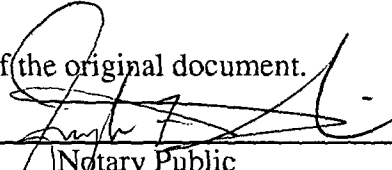
President

BancBoston Leasing Inc.

By: 

PRESIDENT

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Notary Public

My commission expires on 12-12-97.



BancBoston Leasing

a BANK OF BOSTON company

EXHIBIT B

CERTIFICATE OF ACCEPTANCE

To: BancBoston Leasing Inc.
100 Federal Street
Boston, Massachusetts 02110

Pursuant to the MASTER LEASE AGREEMENT dated as of November 17, 1992 (the "Lease Agreement") between BancBoston Leasing Inc. (the "Lessor") and the undersigned (the "Lessee"), the equipment described on Equipment Schedule No. 1 (the "Equipment") has been delivered to the location set forth in such Equipment Schedule, has been tested and inspected by Lessee, and has been found to be in good repair and working order.

The Equipment has been accepted and placed in service by Lessee for all purposes under the Lease Agreement on December 10, 1992 (the "Commencement Date").

Lessee represents, warrants and covenants that: (a) as of the Commencement Date, all representations set forth in Section 18 of the Lease Agreement apply to the Equipment accepted hereunder; (b) in the event of a sale and leaseback of the Equipment, neither Lessee nor any member of its Affiliated Group as defined in the Lease Agreement has made or will make any election under the Internal Revenue Code of 1986, as amended (the "Code") affecting the depreciation of the Equipment or of any class of property which would apply to the Equipment after the sale of the Equipment to Lessor by Lessee; (c) in the event of a sale and leaseback of the Equipment, the Equipment will not constitute property placed in service in a churning transaction within the meaning of Section 168(f)(5) of the Code; (d) neither Lessee nor any member of its Affiliated Group filing a consolidated Federal income tax return will take any deduction for recovery of the cost of the Equipment; (e) the Equipment has been placed in service under the Lease Agreement on the Commencement Date; and (f) neither Lessee nor any member of its Affiliated Group has any investment in the cost of the Equipment.

The execution of this Certificate of Acceptance by Lessee shall not be construed, in any way, to release or to waive the obligations of any manufacturer or supplier for any warranties with respect to the Equipment.

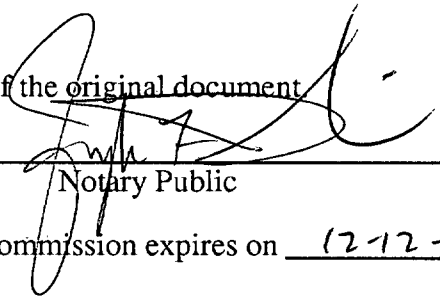
This Certificate of Acceptance applicable to Equipment Schedule No. 1 shall constitute a part of the Lease Agreement.

IN WITNESS WHEREOF Lessee, by its duly authorized officer or agent, has executed and delivered this Certificate of Acceptance which is intended to take effect as a sealed instrument.

Helm Financial Corporation

By *[Signature]*
Title *H. V. P. Finance & Asst Secy.*

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Notary Public

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**BancBoston Leasing**

a BANK OF BOSTON company

EXHIBIT A**STIPULATED LOSS VALUES**

With reference to the Rider No 1 (the "Rider") as applicable to the Equipment set forth on Equipment Schedule No. 1, Lessor and Lessee agree that the Stipulated Loss Value shall mean the product obtained by multiplying the Acquisition Cost of the Equipment terminated pursuant to the Rider by the appropriate percentage for the Stipulated Loss Payment Date.

STIPULATED LOSS PAYMENT DATE	PERCENTAGE	STIPULATED LOSS PAYMENT DATE	PERCENTAGE
01-Jan-93	104.2379	01-Jul-95	77.9255
01-Feb-93	103.4654	01-Aug-95	76.9556
01-Mar-93	102.6834	01-Sep-95	75.9825
01-Apr-93	101.8912	01-Oct-95	75.0034
01-May-93	101.0932	01-Nov-95	74.0184
01-Jun-93	100.2850	01-Dec-95	73.0302
01-Jul-93	99.4708	01-Jan-96	72.0360
01-Aug-93	98.6507	01-Feb-96	71.0360
01-Sep-93	97.8204	01-Mar-96	70.0312
01-Oct-93	96.9842	01-Apr-96	69.0254
01-Nov-93	96.1419	01-May-96	68.0138
01-Dec-93	95.2895	01-Jun-96	67.0011
01-Jan-94	94.4310	01-Jul-96	65.9826
01-Feb-94	93.5666	01-Aug-96	64.9583
01-Mar-94	92.6942	01-Sep-96	63.9331
01-Apr-94	91.8157	01-Oct-96	62.9021
01-May-94	90.9311	01-Nov-96	61.8653
01-Jun-94	90.0404	01-Dec-96	60.8277
01-Jul-94	89.1436	01-Jan-97	59.7844
01-Aug-94	88.2408	01-Feb-97	58.7354
01-Sep-94	87.3318	01-Mar-97	57.6829
01-Oct-94	86.4168	01-Apr-97	56.6297
01-Nov-94	85.4958	01-May-97	55.5709
01-Dec-94	84.5685	01-Jun-97	54.5113
01-Jan-95	83.6353	01-Jul-97	53.4463
01-Feb-95	82.6960	01-Aug-97	52.3758
01-Mar-95	81.7506	01-Sep-97	51.3046
01-Apr-95	80.8019	01-Oct-97	50.2280
01-May-95	79.8473	01-Nov-97	49.1461
01-Jun-95	78.8894	01-Dec-97	48.0636

BancBoston Leasing Inc.By: Title: **Helm Financial Corporation**By: Title: Sr. V.P. Finance & Asst. Sec'y.